

# **EXHIBIT A**

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**From:** Martorana, Keith R. <KMartorana@gibsondunn.com>  
**Sent:** Thursday, August 03, 2017 3:22 PM  
**To:** Steel, Howard S.; 'Weintraub, William P'; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com); dnewman@akingump.com; Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry  
**Cc:** Weisfelner, Edward S.; Steve Berman; Chris O'Hara (ChrisO@hbsslaw.com); Elizabeth Cabraser (ecabraser@lchb.com); Geman, Rachel; esserman@sbeplaw.com  
**Subject:** RE: Motors - GUC Settlement (FRE 408)  
**Attachments:** 102316378\_14 \_GM - GUC Trust Settlement Agreement.DOCX; Redline\_102316378v13 \_GM - GUC Trust Settlement Agreement - 102316378v14\_....pdf; 102319562\_7 \_GM - Proposed Ignition Switch Settlement Order.DOCX; Redline\_102319562v6 \_GM - Proposed Ignition Switch Settlement Order - 102....pdf; 102337954\_4 \_GM - Claims Estimate Order.DOC; Redline\_102337954v3 \_GM - Claims Estimate Order - 102337954v4 \_GM - Claims....pdf; GM - Long Form Notice for Settlement (GDC-AG Comments).docx; Redline\_GM - Long Form Notice for Settlement - GM - Long Form Notice for....pdf; GM - Short Form Notice for Settlement (GDC-AG Comments).docx; Redline\_GM - Short Form Notice for Settlement - GM - Short Form Notice f....pdf; 102341374\_3 \_GM - 9019 Motion re GUC Trust Settlement.DOCX; Redline\_102341374v1 \_GM - 9019 Motion re GUC Trust Settlement - 102341374\_....pdf

**External E-mail. Use caution accessing links or attachments.**

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SUBJECT TO FRE 408

All – attached please find the following, each of which remains subject to the ongoing review and comment of our clients:

- A revised settlement agreement (new version incorporates the comments of GP and minor clean-ups);
- A revised settlement order (minor clean-ups);
- A revised claims estimate order (minor clean-ups);
- A revised long-form notice (slight changes);
- A revised short-form notice (slight changes);
- A revised Settlement Motion.

I believe that is all of the documents that GDC/AG held the pen on. I believe we are awaiting a return draft of the notice motion/order from you. Please let us know if you would like to discuss any of the attached.

**Keith Martorana**  
Of Counsel

**GIBSON DUNN**

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**From:** Steel, Howard S. [mailto:HSteel@brownrudnick.com]

**Sent:** Thursday, August 3, 2017 10:35 AM

**To:** 'Weintraub, William P' <WWeintraub@goodwinlaw.com>; Martorana, Keith R. <KMartorana@gibsondunn.com>; Forster, Jill L. <JForster@brownrudnick.com>; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP (dgolden@akingump.com) <dgolden@akingump.com>; dnewman@akingump.com; Moss, Naomi <nmoss@akingump.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>; Fox, Gregory W. <GFox@goodwinlaw.com>; Bob Hilliard <bobh@hmgllawfirm.com>; Steve Shadowen <steve@hilliardshadowenlaw.com>; Thomas J. Henry <tjh@tjhlaw.com>  
**Cc:** Weisfelner, Edward S. <EWeisfelner@brownrudnick.com>; Steve Berman <Steve@hbsslaw.com>; Chris O'Hara (ChrisO@hbsslaw.com) <ChrisO@hbsslaw.com>; Elizabeth Cabraser (ecabraser@lchb.com) <ecabraser@lchb.com>; Geman, Rachel <rgeman@lchb.com>; esserman@sbep-law.com  
**Subject:** RE: Motors - GUC Settlement (FRE 408)

Please see attached updated notices (incorporating EL and PI comments) - cleans and blacklines from last GD / Akin circulation.

Happy to organize a page turn this afternoon or please send final comments / sign-off.

Leaving settlement agreement revisions per Bill's comments to GD. Thanks.

Howard S. Steel  
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**From:** Weintraub, William P [<mailto:WWeintraub@goodwinlaw.com>]

**Sent:** Thursday, August 03, 2017 8:07 AM

**To:** Martorana, Keith R.; Steel, Howard S.; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com); Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry

**Cc:** Weisfelner, Edward S.

**Subject:** RE: Motors - GUC Settlement (FRE 408)

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FRE 408:

Whoops. Items 3 and 4 resolve the EL / PIWD open issues with each other. Bill

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**From:** Weintraub, William P

**Sent:** Thursday, August 03, 2017 7:54 AM

**To:** 'Martorana, Keith R.'; Steel, Howard S.; Forster, Jill L.; Daniel H. Golden - Akin Gump Strauss Hauer & Feld LLP ([dgolden@akingump.com](mailto:dgolden@akingump.com)); [dnewman@akingump.com](mailto:dnewman@akingump.com); Moss, Naomi; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Fox, Gregory W.; Bob Hilliard; Steve Shadowen; Thomas J. Henry

**Cc:** Weisfelner, Edward S.

**Subject:** RE: Motors - GUC Settlement (FRE 408)

**FRE 408**

Hello All:

For the sake of good order, I want to repeat here the edits the PIWD Plaintiffs want made to the Settlement Agreement and the two forms of Notice (short and long). Items 2 and 3 under the heading "Settlement Agreement" resolve the gating issue between EL and PIWD and enables us to move ahead. EL has seen the language and it my understanding they have approved it.

**Settlement Agreement:**

1. Section 1.43. Please add the words "those certain" to the definition **PIWD Plaintiffs** means those certain Ignition Switch Pre-Closing Accident Plaintiffs represented by PIWD Counsel. **[This was done yesterday.]**
2. Section 2.8. in the first sentence please add the underscored language as follows: "Notwithstanding Sections 157(b)(2)(B) and (b)(2)(O) of Title 28, in connection with the Settlement Motion, to the extent (if any) consent is required, the Pre-Closing Accident Plaintiffs represented by PIWD Counsel consent to the Bankruptcy Court....."
3. Section 2.9(b). Add a new first sentence as follows: "Allocation of the Settlement Amount, the Adjustment Shares (or their value), and any other consideration contained in the Settlement Fund between the Plaintiffs asserting economic loss claims and the Plaintiffs asserting PIWD claims shall be determined and approved in the first instance by District Judge Furman or Magistrate Cote, as applicable."
4. Section 2.9(c). Add a new first sentence as follows: "Approval of the qualifications and criteria for Plaintiffs to be eligible to receive distributions from the Settlement Amount, the Adjustment Shares (or their value), and any other consideration contained in the Settlement Fund shall be done by the Bankruptcy Court in the first instance."
5. Section 2.9(c). Add new last sentence as follows: "Being defined as a Plaintiff does not assure any party that he, she, or it will receive a distribution from the Settlement Amount, the Adjustment Shares (or their value), or any other consideration contained in the Settlement Fund."

**Forms of Notice:**

1. Please add to both the long and short form notices the following: "Being defined as an Affected Party does not assure you will receive a distribution from the Settlement Amount, the Adjustment Shares (or their value), or any other consideration contained in the Settlement Fund. Eligibility and criteria for payment will be approved by the Bankruptcy Court at a later date and will be subject to notice and an opportunity to object."
2. Please be specific in the forms of Notice that the releases and waivers that are contemplated under the Settlement Agreement to go into effect upon entry of the Settlement Order, and the channeling of claims to the Settlement Fund and to any other settlement consideration that will be done as contemplated by the Waiver Provision, will be solely the function of entry of the Settlement Order. **[We have shared a mark-up of the Notices with Brown Rudnick in this regard. It is our understanding that Brown Rudnick is drafting revisions to the Notices that will be circulated shortly.]**

We are ready to move ahead, subject to acceptance of these points and our review of any additional changes to the documents.

Bill

**William P Weintraub**



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